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CURRENT LISTING OF CLAIMS

1. (currently amended) A compound according to formula I

$$\begin{array}{c}
R^{4} & 3 \\
R^{2} & N^{2}
\end{array}$$

wherein

R¹ is selected from the group consisting of C₁₋₅ alkyl, C₁₋₆ haloalkyl, C₃₋₆ alkenyl, C₃₋₆ alkynyl, C₃₋₇ cycloalkyl, C₁₋₃ alkoxy-C₁₋₃ alkyl, phonyl and benzyl, wherein, said phenyl and said benzyl optionally substituted with one to three substituents independently selected from the group consisting of C₁₋₆ alkyl, C₁₋₆ haloalkyl, C₁₋₆ alkoxy,

C₁₋₆ haloalkoxy, C₁₋₆ alkylthio, nitro, halogen and cyano;

R² is phenyl or pyridyl optionally substituted with one to three groups independently selected from the group consisting of halogen, cyano, C₁₋₆ alkyl, C₁₋₆ alkoxy, C₁₋₆ alkoxycarbonyl, and CONR⁶R⁷;

R³ is substituted C_{1-6} alkyl, substituted C_{1-3} alkoxy- C_{1-3} alkyl, substituted C_{3-6} alkenyl, C_{3-7} cycloalkyl, optionally substituted C_{1-} alkoxy, $(CH_2)_0R^5$, $CH(OH)R^5$, $-(CH_2)_0-O-(CH_2)_0R^5$, NR^6R^7 , C(=Y)Z[[,]] or -X(C=Y)Z-OF-HB-C;

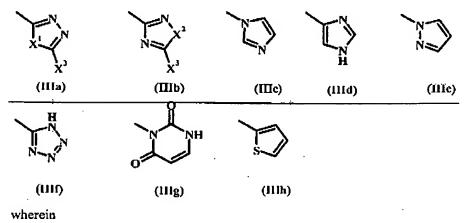
wherein,

said alkyl, said C_{1-3} alkoxy- C_{1-3} alkyl and said alkenyl are substituted by -OH, -NR⁶R⁷, -C(=Y)Z, -X(C-Y)Z, CN, -S(O)_q-C₁₋₆ alkyl; -SO₂NR⁶R⁷, -SO₂Nl INH₂, or -NR⁶SO₂-C₁₋₆ alkyl;

said alkoxy is optionally substituted by OH, $-NR^6R^7$, -C(=Y)Z, -X(C=Y)Z, $-S(O)_q-C_{1-q}$ alkyl; $-SO_2NR^6R^7$ or $-SO_2NHNH_2$;

R12 is hydrogen, Chalkyl or C(-Y)Z;

R³ is a phonyl-or-u-heteroaryl-ring according to formula-III a-III b-said phenyl and said heteroaryl-ring optionally substituted with halo, -QR⁶, -NR⁶R⁷, -C(=O)Z, -X(C=O)Z;



X¹ is selected from the group consisting of R¹⁰C=CR¹⁰a-, +O-, -S-, -NR⁵-and -CHR⁶;

X² is selected from the group consisting of R¹⁰C=CR¹⁰a-, -O-, -S-, and

X3-is selected-from the group consisting of hydrogen, hydroxyl and thiol;

-CHR6-:

R¹⁰ and R^{10a} are independently are selected from the group consisting of hydrogen or C₁₋₆ alkyl optionally substituted with one or two substituents independently selected from the group consisting of hydroxy, C₁₋₆ alkoxy, thiol, C₁₋₆ alkylsulfinyl, C₁₋₆ alkylsulfinyl, C₁₋₆ alkylsulfinyl, C₁₋₃ alkylsulfinyl, C₁₋₃ alkylsulfino, C₁₋₃ alkyl, and C₁₋₃ alkylamino, C₁₋₃ alkyl;

said phenyl and said heteroaryl ring in optionally substituted with halo, $-QR^6$, $-NR^6R^7$, -C(-Q)Z, -X(C-Q)Z

 R^4 is C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl[[,]]- C_{2-7} cycloulkyl, C_{1-2} alkoxy- C_{1-2} alkyl, C_{2-6} alkynyl[[,]]- C_{2-7} cycloulkyl, C_{1-2} alkoxy- C_{1-2} alkoxy- C_{1-2} alkoxy- C_{1-2} alkyl, C_{2-6} alkynyl[[,]]- C_{2-7} cycloulkyl, C_{1-2} alkoxy- C_{1-2} alkoxy- C_{1-2} alkoxy- C_{1-2} alkyl, C_{2-6} alkynyl[[,]]- C_{2-7} cycloulkyl, C_{2-6} alkyl, C_{2-6} alkyl,

wherein,

said alkyl, said alkenyl[[,]] and said alkynyl and said eyoloalkyl are optionally substituted by -OH, -OR⁶, -NR⁸R⁹, -C(=Y)Z, -X(C=Y)Z, -S(O)_q-C₁₋₆alkyl, -SO₂NR⁶R⁷ or -SO₂NHNH₂;

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R¹¹ is a phonyl or a heteroaryl ring selected from the group consisting of pyridinyl, pyrimidinyl pyrazinyl, pyrrole, imidazole, pyrazole and thiophene, said heteroaryl ring and said phonyl optionally substituted with one to three groups independently selected from the group consisting of halogen, cyano, G_{1,3} alkyl, C_{1,3} haloalkyl and G_{1,3} alkoxy; or R¹¹ is N[(CH₂)₂]₂W wherein W is selected from the group consisting of NR⁶, (CH₂)₂, N(C-O)Z, CHOR⁶, CHR⁶, CHNHC(-O)Z and CHNR⁶R²:

n, o, p and q are as defined below and s is 0 or 1;

- R⁶, R⁷, R⁸ and R⁹ (i) taken independently are selected from the group consisting of hydrogen, C₁₋₆ alkyl, C₁₋₆ hydroxyalkyl, C₁₋₃ alkoxy-C₁₋₃ alkyl C₁₋₃ alkylamino-C₁₋₃ alkyl and C₁₋₃ dialkylamino-C₁₋₃ alkyl or (ii) when both R⁶-and R⁷ are attached to the same nitrogen atom they may be taken together, along with the nitrogen, to form a pyrrolidine, piperidine, piperazine or morpholine;
- X, and Y are independently O or NR6;
- Z is hydrogen, hydroxyl, C_{1.6} alkoxy, NR⁶R¹³, C_{1.6} alkyl, C_{1.3} alkoxy-C_{1.3} alkyl wherein R¹³ is R⁷ or phenyl optionally substituted with one to three groups independently selected from the group consisting of halogen, cyano, C_{1.3} alkyl, C_{1.3} haloalkyl and C_{1.3} alkoxy;

n is 0 to 3;

o and p are independently 0 to 4 and $o + p \le 5$;

q is 0 to 2; and,

k, r1 and r2 are independently 0 to 4, and $5 \ge (r1 + r2) \ge 2$; and, acid addition salts, hydrates and solvates thereof; with the provise that when R^4 is $(GH_2)_n R^{11}$, n is 1 and R^{11} is substituted phenyl, R^2 is other than unsubstituted phenyl.

- 2. (currently amended) A compound according to claim I wherein:
 - R¹ is selected from the group consisting of C₁₋₆ alkyl, C₁₋₆ haloalkyl, C₃₋₇ cycloalkyl, C₁₋₃ alkoxy-C₁₋₃ alkyl and optionally-substituted phenyl; and
 - R^a is optionally substituted phenyl; and,
 - R⁴ is C₁₋₆ alkyl[[,]] G₂₋₇ cycloalkyl, (CH₃)₆R¹¹-or-(CH₂)₆ O (CH₂)_pR¹¹; wherein, said alkyl and said cycloalkyl are optionally substituted by OH, -OR⁶, -NR⁸R⁹, -C(=Y)Z or -X(C=Y)Z[[;]].
 - R¹¹ is a phonyl optionally substituted with one to three groups independently solveted from the group consisting of halogen, cyano, C_{1,2} alkyl, G_{1,2} haloulkyl and C_{1,3} alkoxy.

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- 3. (currently amended) A compound according to claim 2 wherein R³ is substituted C₁₋₆ alkyl[[,]] Ha-c or -(CH₃)_nR⁵-wherein R⁵-is HIa-HIIh.
- 4. (original) A compound according to claim 2 wherein R³ is -(CH₂)_nNR⁶R⁷, -(CH₂)_nC(=0)Z or -(CH₂)_nXC(=0)Z.

5 - 16. (canceled)

17. (currently amended) A pharmaceutical composition comprising a therapeutically effective quantity of a compound of formula I

$$R^{2} \longrightarrow N$$

$$R^{2} \longrightarrow N$$

$$R^{1}$$

wherein

- R¹ is selected from the group consisting of C₁₋₆ alkyl, C₁₋₆ haloalkyl, C₃₋₆ alkenyl, C₃₋₆ alkenyl, C₃₋₆ alkynyl, C₃₋₇ cycloalkyl, C₁₋₃ alkoxy-C₁₋₃ alkyl, phenyl and benzyl, wherein, said phenyl and said benzyl optionally substituted with one to three substituents independently selected from the group consisting of C₁₋₆ alkyl, C₁₋₆ haloalkyl, C₁₋₆ alkoxy, C₁₋₆ haloalkoxy, C₁₋₆ alkylthio, nitro, halogen and cyano;
- R² is phenyl or pyridyl optionally substituted with one to three groups independently selected from the group consisting of halogen, cyano, C₁₋₆ alkyl, C₁₋₆ alkoxy, C₁₋₆ alkoxycarbonyl, and CONR⁶R⁷;
- R³ is substituted C₁₋₆ alkyl, substituted C₁₋₃ alkoxy-C₁₋₃ alkyl, substituted C₃₋₆ alkenyl, C₃₋₇ cycloalkyl, optionally substituted C₁₋₆ alkoxy, -(CH₂)_nR⁵, -CH(OH)R⁵, -(CH₂)₀-O-(CH₂)_pR⁵, -NR⁶R⁷, -C(=Y)Z, or-X(C=Y)Z or-X(C=Y)Z or-X(C=Y)Z.

wherein,

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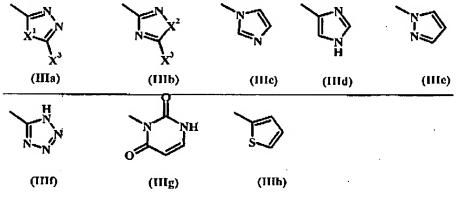
said alkyl, said C₁₋₃ alkoxy-C₁₋₃ alkyl and said alkenyl are substituted by -OH, $-NR^6R^7$, -C(=Y)Z, -X(C=Y)Z, CN, $-S(O)_0-C_{1-6}alkyl$, $-SO_2NR^6R^7$, $-SO_2NHNH_2$ or -NR6SO2-C1-6alkyl;

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said alkoxy is optionally substituted by -OH, -NR⁶R⁷, -C(=Y)Z, -X(C=Y)Z, $-S(O)_0$ - C_{1-6} alkyl; $-SO_2NR^6R^7$ or $-SO_2NHNH_2$;

R12 is hydrogen, Chalkyl or -C(-Y)Z:

R⁵ is a phenyl or a heteroaryl ring according to formula 111a 111h optionally substituted with halo, -OR⁶, -NR⁶R⁷, -C(=O)Z, -X(C=O)Z;



wherein

X1-is selected from the group consisting of R10C-CR100, O. S. NR6 and -CHR4:

X² is selected from the group consisting of R¹⁰C=CR^{10s}, O, S, and CHR⁶.

X3 is selected from the group consisting of hydrogen, hydroxyl and thiol;

R¹⁰ and R^{10a} are independently are selected from the group consisting of hydrogen or CL6 alkyl-optionally substituted with one or two substituents independently selected from the group consisting of hydroxy, C1 salkoxy, thiol, Cicalkylthio, Cicalkylsulfinyl, Cicalkylsulfonyl, halogen, amino, CLalkylamino, CL dialkylamino, amino CL alkyl, CL alkylamino-GL anlkyl, and C1-3dialkylamino-G1-anlkyl;

suid phenyl and said heteroaryl ring optionally substituted with halo, OR6; -NR⁶R²,--C(=O)Z;--X(C=O)Z;

- R⁴ is C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₂₋₇eyoloalkyl, C₁₋₃alkoxy-C₁₋₃alkyl, (CH₂)_aR¹¹ or-(CH₂)₀-O (CH₂)_nR¹¹; wherein,
 - said alkyl, said alkenyl[[,]] and said alkynyl and said oyoloalkyl are optionally substituted by -OH, -OR⁶, -NR⁸R⁹, -C(=Y)Z, -X(C=Y)Z, -S(O)_q-C₁₋₆alkyl, -SO₂NR⁶R⁷ or -SO₂NHNH₂;
 - R¹¹ is a phenyl or a heteroaryl ring selected from the group consisting of pyridinyl, pyrrimidinyl pyrazinyl, pyrrole, imidazole, pyrazole and thiophene, said heteroaryl ring and said phenyl optionally substituted with one to three groups independently selected from the group consisting of halogen, cyano, C_{1,3} alkyl, C_{1,4} haloalkyl and C_{1,4} alkoxy; or R¹¹ is N[(CH₂)₂]₂W-wherein-W is selected from the group consisting of NR⁶, (CH₂)₃, N(C=O)Z, CHOR⁶, CHR⁶ CHNHC(=O)Z and CHNR⁶R⁷;

n, o, p and q are as defined below and s is 0 or 1;

R⁶, R⁷, R⁸ and R⁹ (i) taken independently are hydrogen, C₁₋₆ alkyl, C₁₋₆ hydroxyalkyl, C₁₋₃ alkoxy-C₁₋₃ alkyl C₁₋₃ alkylamino-C₁₋₃alkyl or C₁₋₃ dialkylamino-C₁₋₃alkyl or C₁₋₃ alkyl or C₁₋₃ alkyl or C₁₋₃ alkyl or C₁₋₃alkyl or C₁₋

X, and Y are independently O or NR6;

Z is hydrogen, hydroxyl, C₁₋₆alkoxy, NR⁶R¹³, C₁₋₆alkyl, C₁₋₃alkoxy-C₁₋₃alkyl wherein R¹³ is R⁷ or phenyl optionally substituted with one to three groups independently selected from the group consisting of halogen, cyano, C₁₋₃alkyl, C₁₋₃haloalkyl and C₁₋₃alkoxy; n is 0 to 3;

o and p are independently 0 to 4 and $o + p \le 5$; q is 0 to 2;

k, r1 and r2 are independently 0 to 4, and $5 \ge (r1 + r2) \ge 2$; and,

acid addition salts, hydrates and acid addition salts, hydrates and solvates thereof, with the provise that when R⁴ is (CH₂)_nR^H, n is 1 and R^H is substituted phenyl, R² is other than unsubstituted phenyl, in admixture with at least one pharmaceutically acceptable carrier or diluent sufficient upon administration in a single or multiple dose regimen for treating diseases mediated by human immunodeficiency virus or for inhibiting HIV.

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